

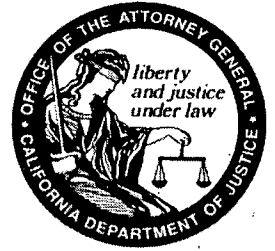
CT0174701

Registry of Charitable Trusts
P.O. Box 903447
Sacramento, CA 94203-4470
Telephone: (916) 445-2021

WEBSITE ADDRESS:

<http://ag.ca.gov/charities/>

**INITIAL
REGISTRATION FORM
STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS**
(Government Code Sections 12580-12599.7)



NOTE: A \$25.00 REGISTRATION FEE MUST ACCOMPANY THIS REGISTRATION FORM. MAKE CHECK PAYABLE TO DEPARTMENT OF JUSTICE.

Pursuant to Section 12585, registration is required of every trustee subject to the Supervision of Trustees and Fundraisers for Charitable Purposes Act within thirty days after receipt of assets (cash or other forms of property) for the charitable purposes for which organized.

Every charitable (public benefit) corporation, association and trustee holding assets for charitable purposes or doing business in the State of California must register with the Attorney General, except those exempted by California Government Code section 12583. Corporations that are organized primarily as a hospital, a school, or a religious organization are exempted by Section 12583.

Name of Organization: MT WHITNEY HIKERS ASSOCIATION

The name of the organization should be the legal name as stated in the organization's organizing instrument (i.e., articles of incorporation, articles of association, or trust instrument).

Official Mailing Address for Organization:

Address: 2080 E LESTER AVE.

City: FRESNO

State: CA

ZIP Code: 93720

Organization's telephone number: 559-281-5983

Organization's e-mail address: whitneyzone@gmail.com

Organization's fax number:

Organization's website: www.whitneyzone.com

All organizations must apply for a Federal Employer Identification Number from the Internal Revenue Service, including organizations that have a group exemption or file group returns.

Federal Employer Identification Number (FEIN):

27-4519406

Group Exemption FEIN (if applicable):

All California corporations and foreign corporations that have qualified to do business in California will have a corporate number. Unincorporated organizations are assigned an organization number by the Franchise Tax Board upon application for California tax exemption.

Corporate or Organization Number: 3278577

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FEB 04 2011

Registry of
Charitable Trusts

CT-1 REGISTRATION FORM (6/2007)

#187175 825

Names and addresses of ALL trustees or directors and officers (attach a list if necessary):			
Name <u>Steve Cosner</u>		Position <u>President/CEO</u>	
Address <u>2080 E Lester Ave</u>			
City <u>Fresno</u>	State <u>CA</u>	ZIP Code <u>93720</u>	
Name <u>Shoshana Bee</u>		Position <u>Vice President</u>	
Address <u>2080 E Lester Ave</u>			
City <u>Fresno</u>	State <u>CA</u>	ZIP Code <u>93720</u>	
Name <u>Mike Condron</u>		Position <u>Treasurer/CFO</u>	
Address <u>2080 E Lester Ave</u>			
City <u>Fresno</u>	State <u>CA</u>	ZIP Code <u>93720</u>	
Name <u>David Staudenmeir</u>		Position <u>Secretary</u>	
Address <u>7073 Havens Corners Rd</u>			
City <u>Blacklick</u>	State <u>OH</u>	ZIP Code <u>43004</u>	
Name <u>Fred Moeckel</u>			
Address <u>2080 E Lester Ave</u>			
City <u>Fresno</u>	State <u>CA</u>	ZIP Code <u>93720</u>	
<p>Describe the primary activity of the organization. (A copy of the material submitted with the application for federal or state tax exemption will normally provide this information.) If the organization is based outside California, comment fully on the extent of activities in California and how the California activities relate to total activities. In addition, list all funds, property, and other assets held or expected to be held in California. Indicate whether you are monitored in your home state, and if so, by whom. Attach additional sheets if necessary.</p> <p><u>Primary activity: Provide educational and safety information to Mount Whitney hikers primarily through an Internet discussion forum. Also, provide/promote conservation and maintenance of the area around Mount Whitney, California.</u></p>			
<p>The organization will be required to file financial reports annually. All organizations must file the Annual Registration/Renewal Fee Report (RRF-1) within four months and fifteen days after the end of the organization's accounting period. Organizations with \$25,000 or more in either gross receipts or total assets are also required to file either the IRS Form 990, 990-EZ, or 990-PF. Forms can be found on the Charitable Trusts' website at http://aq.ca.gov/charities/.</p>			
If assets (funds, property, etc.) have been received, enter the date first received: Date assets first received: <u>None received so far</u>		Registration with the Attorney General is required within <u>thirty</u> days of receipt of assets.	
What annual accounting period has the organization adopted? <input type="checkbox"/> Fiscal Year Ending _____ <input checked="" type="checkbox"/> Calendar Year			

Attach your founding documents as follows:

- A) Corporations - Furnish a copy of the articles of incorporation and all amendments and current bylaws. If incorporated outside California, enter the date the corporation qualified through the California Secretary of State's Office to conduct activities in California.
- B) Associations - Furnish a copy of the instrument creating the organization (bylaws, constitution, and/or articles of association).
- C) Trusts - Furnish a copy of the trust instrument or will and decree of final distribution.
- D) Trustees for charitable purposes - Furnish a statement describing your operations and charitable purpose.

Has the organization applied for or been granted IRS tax exempt status Yes ☐ No ☒

Date of application for Federal tax exemption: _____

Date of exemption letter: _____ Exempt under Internal Revenue Code section 501(c) _____

If known, are contributions to the organization tax deductible? Yes ☒ No ☐

Attach a copy of the Application for Recognition of Exemption (IRS Form 1023) and the determination letter issued by the IRS.

Does your organization contract with or otherwise engage the services of any commercial fundraiser for charitable purposes, fundraising counsel, or commercial coventurer? If yes, provide the name(s), address(es), and telephone number(s) of the provider(s):

Commercial Fundraiser ☐ Fundraising Counsel ☐ Commercial Coventurer ☐

Name

Address

City State ZIP Code

Telephone Number

Commercial Fundraiser ☐ Fundraising Counsel ☐ Commercial Coventurer ☐

Name

Address

City State ZIP Code

Telephone Number

Commercial Fundraiser ☐ Fundraising Counsel ☐ Commercial Coventurer ☐

Name

Address

City State ZIP Code

Telephone Number

I declare under penalty of perjury that I have examined this registration form, including accompanying documents, and to the best of my knowledge and belief, the form and each document are true, correct, and complete.

Signature John Casner Title President Date 1-27-2011

If additional information is required, please refer to the Supervision of Trustees and Fundraisers for Charitable Purposes Act (Government Code sections 12580-12599.7), the Administrative Rules and Regulations pursuant to the Act (California Code of Regulations, Title 11, Sections 300-312.1).

If you have questions regarding registration, or need assistance, information is available on our website at <http://ag.ca.gov/charities/> or you can reach us by telephone at (916) 445-2021 or fax at (916) 444-3651.

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of this office.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 09 2010

DEBRA BOWEN
Secretary of State

JAN 13 2010

ARTICLES OF INCORPORATION**Article I**

The name of the corporation is **MT WHITNEY HIKERS ASSOCIATION.**

Article II

This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

The specific purpose of this corporation is to

1. provide educational and safety information to Mount Whitney hikers primarily through an Internet discussion forum.
2. promote conservation and maintenance of the area around Mount Whitney, California.

Article III

The name and address in the State of California of this corporation's initial agent for service of process is:

Steve Cosner
2080 E Lester Ave.
Fresno, California 93720

Article IV

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

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Article V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).



Steve Cosner, Incorporator



Bylaws of Mt Whitney Hikers Association

Article I Offices

Section 1. Registered Office. The Mt Whitney Hikers Association shall at all times maintain in the State of California a registered agent, whose business office shall be the registered office of the Mt Whitney Hikers Association.

Section 2. Other Offices. The Mt Whitney Hikers Association may also have such other offices within or without the State of California as the Board of Directors may, from time to time, designate, and as the business and affairs of the Mt Whitney Hikers Association may require.

Article II Purposes

Section 1. Nature of Corporation. The Mt Whitney Hikers Association is a nonprofit corporation formed under the California Corporations Code, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 2 Primary Purposes. The Mt Whitney Hikers Association is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of California.

Article III Board of Directors

Section 1 General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the Mt Whitney Hikers Association and shall have full power, by majority vote, to adopt rules and regulations governing the actions of the Board of Directors.

Section 2 Number, Election, and Term of Office. The Board of Directors shall consist of no less than three and no more than nine members. Directors need not be residents of the State of California. Election to the Board of Directors shall initially be by nomination of the Principal/Incorporator; thereafter, election of all subsequent Directors shall be by majority vote of the existing members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold a term of office of one (1) year and thereafter until his or her successor is elected and qualified.

Section 3 Officers. The Board of Directors may designate from among its members a President, Vice President, Secretary, Treasurer, and such other offices as it may consider appropriate with such duties as it may prescribe.

Section 4 Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 5 Annual and Regular Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 6 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 7 Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by the most commonly used method of communication used by members of the Board.

Section 8 Quorum, Tie Votes, Presiding Officer, and Proxies. As further set forth in Article III, Section 10 below, for the purpose of transacting Association business at a properly called meeting of the Board of Directors, a quorum shall mean a majority of the total number of Directors then currently in office; but if less than a majority of the current Directors in office are present at any meeting, then a majority of the Directors present at that meeting may adjourn the meeting at any time without further notice. A tie vote of the Directors on any matter before the Board shall be considered as failure to pass the matter. The presiding officer at any meeting shall be the highest ranking officer: first, President; second, Vice President; third, Treasurer; and fourth, Secretary. Proxies shall not be permitted.

Section 9. Conflict of Interest. Each Director shall disclose all conflicts of interest, and may not vote or act in matters in which he or she has a substantial and material conflict of interest.

a. Conflicts of interest defined.

i. A Director shall be considered to have a conflict of interest if he or she or a member of his or her family has an economic interest in a transaction which is the subject of a proposed action by the Association and the economic interest is adverse, competitive, or potentially adverse or potentially competitive to the interest of the Association.

ii. A Director shall be considered to have a conflict of interest if he or she or a member of his or her family is a member or holds a significant interest in, is a member of a governing body of, or is an officer, manager, or owner of, another entity that is the subject of a proposed action or contract by the Association.

iii. A Director shall be considered to have a conflict of interest if he or she or a member of his or her family is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the Association.

A Director does not have a Conflict of Interest where the interest of the Director or a member of his or her family is no different than that of general members of the Association.

b. Determination of Substantial and Material Conflict of Interest. When a Director has a potential conflict of interest, the Director shall notify the Board of Directors before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the conflict of interest. The existence of a conflict of interest shall be recorded in the minutes of the meeting of the Board of Directors. The Board shall determine if a particular Director has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the Directors who do not have a conflict of interest on the matter to be considered. The Director with a conflict of interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the disinterested Directors discuss and vote on the conflict. However, the Director may be counted in determining the presence of a quorum at the meeting at which the Board of Directors considers the matter giving rise to the conflict. An Action of the Board of Directors may be voided if that action

included participation of a Director with a conflict of interest, upon a showing that (i) the vote of the disinterested Directors present at the meeting and voting, would have been insufficient to approve the challenged action without the inclusion of the vote of the Director who had the conflict, of interest, and (ii) the action taken was unfair to the Association.

c. **Disqualification of Director.** If a majority of the voting Directors votes that a substantial and material conflict of interest exists, then the Director shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material conflict of interest.

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the Mt Whitney Hikers Association in any other capacity and receiving compensation therefor.

Section 12. Informal Action. Any action may be taken without a meeting of the Directors if consent in writing setting forth the action so taken is signed by a majority of the Directors.

Section 13. Resignation; Removal.

a. A Director may resign from the Board of Directors at any time by giving notice of his or her resignation in writing to the Board of Directors, or by presenting written notice of his or her resignation at an annual, regular, or special meeting.

b. If a Director is also an Officer, as set forth in Article V, the Officer must first be removed from that position before he or she can be removed from his or her position as a Director.

c. Except as otherwise provided by law, at any meeting of the Board of Directors called specifically for that purpose, any Director may be removed, with or without cause, by a vote of a majority of the Directors then in office.

Article IV Regular Committees

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Election, Number, and Term of Office. The members of, and number of members in, a regular committee shall be elected and determined by an affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by a majority vote of the Board of Directors.

Section 3. Vacancies. The Board of Directors may, or may choose not to, fill vacancies in the membership of any regular committees.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules of its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 6. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

Article V Officers

Section 1. Officers. The Officers of the Mt Whitney Hikers Association shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article.

Section 2. Election and Term of Office. The Officers of the Mt Whitney Hikers Association shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for the term of one (1) year and thereafter until his or her successor shall have been duly elected and qualified.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of a majority of the entire Board of Directors, whenever in its judgment the best interests of the Mt Whitney Hikers Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the Mt Whitney Hikers Association, and, in general, shall supervise and control all of the business and affairs of the Mt Whitney Hikers Association. He may sign any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and s/he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the event of the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Treasurer. The Treasurer shall be responsible for all funds and securities of the Mt Whitney Hikers Association; receive and give receipts for monies due and payable to the Mt Whitney Hikers Association and deposit all such monies in the name of the Mt Whitney Hikers Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the Association records; and perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Article VI Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Mt Whitney Hikers Association, in addition to or in place of the Officers so authorized by the

Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the Mt Whitney Hikers Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts or Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Mt Whitney Hikers Association, shall be signed by such Officer or Officers and agent or agents of the Mt Whitney Hikers Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Mt Whitney Hikers Association shall be deposited from time to time to the credit of the Mt Whitney Hikers Association in such banks or other depositories as determined by the Board of Directors.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the Mt Whitney Hikers Association any contribution or gift for the general purpose or for any special purpose of the Mt Whitney Hikers Association. Such contributions or gifts shall be in conformity with the laws of the United States, the State of California, and any other relevant jurisdiction.

Article VII Books and Records

The Mt Whitney Hikers Association shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and its committees having any of the authority of the Board of Directors.

Article VIII Fiscal Year

The fiscal year of the Mt Whitney Hikers Association shall begin on the first day of January and end on the last day of December in each year.

Article IX Waiver of Notice

Whenever any notice is required to be given under the provision of the law of the State of California or under the provisions of the Article of Incorporation or the Bylaws of the Mt Whitney Hikers Association, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the entire Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of the intention to alter, amend, or repeal the Bylaws or to adopt new Bylaws at such meeting.